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Expires:

Estimated average burden

hours per response.....

FORM D



UNITED STATES
TIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

F SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

	<b>•</b> ( ( )
	OMB APPROVAL
OMB NUMBER:	

	SEC USI	EONLY	
Prefix		Serial	
-	DATE RE	CEIVED	
I			

April 30, 2008

.<u>....</u>..16.00

Name of Offering (□ check if this is an amendm	ent and name has changed, and indicate change.)		
Common Stock			
Filing Under (Check box(es) that apply):	□ Rule 504 □ Rule 505 ■ Rule 506 □ Section	n 4(6) □ ULOE	A Va
Type of Filing: ■ New Filing			
	A. BASIC IDENTIFICATION DAT	A PROCESS	SEN MAR 12 2007
Enter the information requested about the issu	er	2 A/AD 2 C 20	
Name of Issuer (□ check if this is an amendment	and name has changed, and indicate change.)	MANZOZU	0/
Altus Pharmaceuticals Inc.		THOMSON	•
Address of Executive Offices (Number and	Street, City, State, Zip Code)	Telephone Number (1.6)	ding Area Code)
125 Sidney Street, Cambridge, MA 02139		617-299-2900	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Inclu	ding Area Code)
Brief Description of Business:			
Biopharmaceutical company			-
Type of Business Organization			PROCESSED
■ corporation	☐ limited partnership, already formed	☐ other (please specify):	
□ business trust	☐ limited partnership, to be formed		MAD 2 C 2007
	Month Year	-	<del>PSAR 2 6 2007</del>
Actual or Estimated Date of Incorporation or Org		Estimated	THOMSON
Jurisdiction of Incorporation or Organization: (En	nter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction		EN CIAI

## GENERAL INSTRUCTIONS

## Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENT	IFICATION DATA		
Each executive officer and dire     Each general and managing par	the issuer has be the power to vote ctor of corporate	e or dispose, or direct the e issuers and of corporate	vote or disposition of, 10'	% or more of a cl	ass of equity securities of the issuer; hip issuers; and
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		- <del></del>			
Berkle, Sheldon					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
c/o Altus Pharmaceuticals Inc., 125 Sidn	ey Street, Cam	bridge, MA 02139			
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Lieber, Jonathan I.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
c/o Altus Pharmaceuticals Inc., 125 Sidr	ev Street, Cam	hridge MA 02139			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
,					
Blank, Burkhard	0) 1	C'. C	1-)		
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	ie)		
c/o Altus Pharmaceuticals Inc., 125 Side	icy Street, Can	ibridge, MA 02139			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Margolin, Alexey  Business or Residence Address	(Number and S	treet, City, State, Zip Coo	ie)	•	
	·	-	,		
c/o Altus Pharmaceuticals Inc., 125 Sidi	ney Street, Can				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Richard, John P.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ide)		
	a				
c/o Altus Pharmaceuticals Inc., 125 Side Check Box(es) that Apply:			☐ Executive Officer	■ Director	☐ General and/or Managing Partner
	☐ Promoter	☐ Beneficial Owner	Li Executive Officer	■ Director	O General and of Managing Partites
Full Name (Last name first, if individual)					
Hen, Stewart					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o Altus Pharmaceuticals Inc., 125 Side	nev Street Can	obridge MA 02139			
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
<del>,                                    </del>					
Leff, Jonathan S.		0. 0. 0. 2. 0	15		
Business or Residence Address	(Number and	Street, City, State, Zip Co	odej		
c/o Altus Pharmaceuticals Inc., 125 Sid	ney Street, Can	nbridge, MA 02139			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)			<del></del>		
Navia, Manuel A.  Business or Residence Address	(Number and	Street, City, State, Zip C	ode)		
Parilless of testinethe vogless	framos an	ones, on, outs, ap c	,		
c/o Altus Pharmaceuticals Inc., 125 Sid	nev Street. Car	nbridge, MA 02139			

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

		A. BASIC IDENT	IFICATION DATA		
Enter the information requested for t     Each promoter of the issuer, if     Each beneficial owner having t     Each executive officer and dire     Each general and managing par	the issuer has be he power to vot ctor of corporat	e or dispose, or direct the e issuers and of corporate	vote or disposition of, 10		ass of equity securities of the issuer; hip issuers; and
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Penner, Jr., Harry H.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
( 416 - 150	n n				
c/o Altus Pharmaceuticals Inc., 125 Sida Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	B Homotel	D Belleticial Owner	C) Excedite Officer	- Director	Ocherar and Managing Farther
Root, Jonathan D.  Business or Residence Address	(Mumber and S	Street, City, State, Zip Co	da)		
Dusiness of Residence Address	(Number and a	succi, City, State, Zip Co	ue)		
c/o Altus Pharmaceuticals Inc., 125 Sidr			<del></del>		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Wyzga, Michael S.					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o Altus Pharmaceuticals Inc., 125 Sidi	iev Street, Cam	bridge, MA 02139			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Pendergast, David D.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		· · · · · · · · · · · · · · · · · · ·
/ All Di					
c/o Altus Pharmaceuticals Inc., 125 Sidi Check Box(es) that Apply:		·····	5 F	G.D:	D.C. Land M. C. D.
Full Name (Last name first, if individual)	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
,					
U.S. Venture Partners  Business or Residence Address	(Alumbas and i	Samuel City State Zin Co	3.3		
business of Residence Address	(Number and a	Street, City, State, Zip Co	de)		
2735 Sand Hill Road, Menlo Park, CA	94025				
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Vertex Pharmaceuticals Incorporated	<u> </u>				
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
130 Waverly Street, Cambridge, MA 0	2139				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	□ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Warburg Pincus Private Equity VIII, L	.P.				
Business or Residence Address		Street, City, State, Zip Co	ode)		
466 Lautantan Assaula Nam Vanla NV	10017				
466 Lexington Avenue, New York, NY Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	_ I Tomoter	a beneficial Owner	Excent officer	ii biiccioi	Ocholal and of Managing Parties
Fuchs, Renato Business or Residence Address	Number and	Street, City, State, Zip Co	rde)		
Dustines of residence Address	(trainioci alla	once, eny, siate, zip et	no,		
c/o Altus Pharmaceuticals Inc., 125 Sidr	ney Street, Can	bridge, MA 02139			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Leicher, Bruce A.			· · · · · · · · · · · · · · · · · · ·		
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o Altus Pharmaceuticals Inc., 125 Sida	nev Street, Can	bridge, MA 02139			

	B. INFORMATION ABOUT OFFERING	•••	- ··· - · · · · ·
$\overline{}$		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Answer also in Appendix, Column 2, if filing under ULOE.		•
2.	What is the minimum investment that will be accepted from any individual?	\$ n/a	
		Yes	No
3.	Does the offering permit joint ownership of a single unit?		
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission o similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the inform for that broker or dealer only.	is an or	
Full Non-	Name (Last name first, if individual)		
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	e of Associated Broker or Dealer		
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers		<del></del>
	(Check "All States" or check individual States)	🗆 All States	
1] _ [] _ [] _ [] _	IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [I MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [I	MN] [MS] DK] [OR]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	name (Last name first, if individual)		
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	e of Associated Broker or Dealer		
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers		, ,
	(Check "All States" or check individual States)	All States	
_ [/ _ [/ _ [/	IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [I MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [IV]	MN] _ [MS] DK] _ [OR]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	Name (Last name first, if individual)		
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)	···· · · · · · · · · · · · · · · · · ·	
Nam	e of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ [] _ [] _ []	IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [I MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [IN]	GA] _ [HI] MN] _ [MS] OK] _ [OR] WI] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	s	<b>s</b>
	Equity	\$ 15,000,000	\$ 15,000,000
	■ Common □ Preferred		
	Convertible Securities (including warrants)	<b>s</b>	\$
	Partnership Interests	<b>s</b> _	s
	Other (Specify)	s	s
	Total	\$ 15,000,000	\$ 15,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	1	\$ 15,000,000
	Non-accredited Investors	<del></del>	\$
	Total (for filings under Rule 504 only)		S
	Answer also in Appendix, Column 4, if filing under ULOE		<u> </u>
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		<b>S</b>
	Regulation A	<del></del>	<b>s</b>
	Rule 504		<b>s</b>
	Total		£
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		<b>3</b> _
	Transfer Agent's Fees		<b>\$</b>
	Printing and Engraving Costs		\$
	Legal Fees		\$ 50,000
	Accounting Fees	<b>-</b>	s_
	Engineering Fees.		s
	Sales Commissions (specify finders' fees separately)		•
			<b>*</b>
	Other Expenses (identify)		<b>3</b>
	Total	_	\$ 50,000

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	I and total expenses furnished in respons	te to Part C – Question 4.a. This difference is the	•		S	14,950,000
5.	for each of the purposes shown. If the ar and check the box to the left of the estima	d gross proceeds to the issuer used or proposed to nount for any purpose is not known, furnish an e ate. The total of the payments listed must equal forth in response to Part C ~ Question 4.b above.	stimate			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees		0	2		\$
	Purchase of real estate		0	\$	0	5
	Purchase, rental or leasing and installation	n of machinery and equipment	0	\$		\$
	Construction or leasing of plant building	s and facilities	0	<b>s</b>	0	\$
	that may be used in exchange for the asso	the value of securities involved in this offering ets or securities of another issuer pursuant to a				
	• .		0	5	0	<b>s</b>
	Repayment of indebtedness			\$	a	\$
	Working capital		0	\$	•	\$_14,950,000
	Other (specify):			<b>\$</b>	D	\$
			•			
				\$	0	<b>s</b>
	Column Totals		•	\$ <u> </u>	=	\$_14,950,000
	Total Payments Listed (column totals add		<b>= \$_1</b> 4	.950,000	_	
		D. FEDERAL SIGNATI	URE		· · · · ·	
		D. PEDERAL SIGNAT				
an ı		gned by the undersigned duly authorized person.  J.S. Securities and Exchange Commission, upon (b)(2) of Rule 502.				
lssu	er (Print or Type)	Signature		Date		
Altı	us Pharmaceuticals Inc.	M		March 6,2007		
	an af Ciaman (Duint an Tama)	Title of Signer (Print or Type)				<del></del>
Nar	ne of Signer (Print or Type)	Time of Signer (Finit of Type)				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

END